

RECORDATION NO. 26727-E FILED

FEB 05 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A LESTER

February 5, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Cancellation of Lease, dated February 5, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Car Lease Agreement previously filed with the Board under Recordation Number 26727.

The names and addresses of the parties to the enclosed document are:

Lessor: GRH 2006-1, LLC
(f/k/a ARH 2006-1, LLC)
c/o GATX Rail Holdings, Inc.
222 West Adams Street
Chicago, IL 60606

Lessee: Greenbrier Leasing Company LLC
One Centerpointe Drive
Suite 200
Lake Oswego, OR 97035

Section Chief
February 5, 2010
Page Two

A description of the railroad equipment covered by the enclosed document
is:

82 railcars within the series AOK 112200 - AOK 112299 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index follows:

Partial Cancellation of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

FEB 05 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

PARTIAL CANCELLATION OF LEASE

THIS PARTIAL CANCELLATION OF LEASE ("Cancellation") dated February 5, 2010 is between **GRH 2006-1, LLC**, formerly known as **ARH 2006-1, LLC** (the "Lessor") and **GREENBRIER LEASING COMPANY LLC** (the "Lessee" and together with the Lessor, the "Parties"). Capitalized terms used in this Cancellation and not otherwise defined herein shall have the meanings (by cross-reference or otherwise) in the Lease (as defined below).

WHEREAS, the Lessor and the Lessee are parties to that certain Master Car Lease Agreement dated as of December 21, 2006, as supplemented by Schedule No. 1 to Master Car Lease Agreement dated as of December 21, 2006 (as amended, modified and supplemented from time to time, the "Lease");

WHEREAS, the Lease was recorded with the Surface Transportation Board (the "STB") on December 21, 2006 at 2:30 p.m. and assigned recordation number 26727; and

WHEREAS, the Parties now desire to cancel the Lease with respect to the Equipment listed on Exhibit I hereto (the "Relevant Units").

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties, intending to be legally bound, agree as follows:

1. The Lease with respect to the Relevant Units has been cancelled effective as of the date of this Cancellation (the "Effective Date"), in accordance with the terms and conditions of the Lease, and the Parties hereby agree that no rights, duties or liabilities under the Lease in relation to the respective interests therein of the Parties with respect to the Relevant Units shall survive such cancellation, except with respect to acts, events, or omissions under the Lease occurring on or prior to the Effective Date and indemnities with respect to such acts, events or omissions.

2. The Parties agree to file this Cancellation with the STB so as to release any interest created by or arising out of the Lease with respect to the Relevant Units.

3. This Cancellation may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one and the same agreement.


4. This Cancellation shall be governed by and construed in accordance with the laws of the State of New York.

* * *

[Partial Cancellation of Lease]

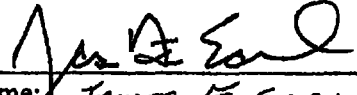
IN WITNESS WHEREOF, the Parties have each caused this Cancellation to be duly executed and delivered as of the date first above written.

**GREENBRIER LEASING COMPANY
LLC, as Lessee**

By: 
Name:
Title:

GRH 2006-1, LLC, as Lessor

By: GATX Rail Holdings, Inc., its Manager

By: 
Name: JAMES F. EARL
Title: VICE PRESIDENT

O:\LEASING\2010\GATX Lease-In - Partial Cancellation (final).DOC

STATE OF Oregon)
COUNTY OF Clackamas) SS:

On this, the 28th day of January, 2010, before me, a Notary Public in and for said County and State, personally appeared J.T. Sharp, who being by me duly sworn, says that (s)he is the president of GREENBRIER LEASING COMPANY LLC (the "Company"), that said instrument was signed on _____, 20__ on behalf of the Company, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



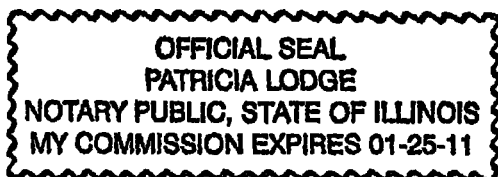
Emily R. Jenkins
Name: Emily R. Jenkins
Notary Public
My Commission Expires: March 15, 2013
Residing in Portland, OR

(SEAL)

ILLINOIS
STATE OF NEW YORK)
COUNTY OF COOK) SS:

On this, the 4th day of February, 2010, before me, a Notary Public in and for said County and State, personally appeared James F. Carl, who being by me duly sworn, says that (s)he is the Vice President of GRH 2006-1, LLC (the "Company"), that said instrument was signed on February 4, 2010 on behalf of the Company, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Patricia Lodge
Name: Patricia Lodge
Notary Public
My Commission Expires: 01-25-11
Residing in Cook County - Chicago, IL

(SEAL)

**EXHIBIT I TO
PARTIAL CANCELLATION OF LEASE
EQUIPMENT**

Eighty-Two (82) 60-foot, 286,000 lb. GRL, Plate F Boxcars with 8-foot double plug doors, each manufactured by Gunderson-Concarril, S.A. de C.V.

Car Numbers: AOK 112200

AOK 112201
AOK 112202
AOK 112203
AOK 112204
AOK 112205
AOK 112207
AOK 112209
AOK 112210
AOK 112211
AOK 112212
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AOK 112299

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated.

2/5/10



Robert W. Alvord